APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR FCC Use Only TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu: News Hughes SES HCSSI R/O FSS Fixed

Name:	The News Corporation Limited	Phone Number:	212-852-7204
DBA Name:		Fax Number:	
Street:	1211 Avenue of the Americas	E–Mail:	EAgress@newscorp.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -8799
Attention:	Ellen S. Agress		

9–16. Name of Contact Representative (If other than applicant)

Name:

William M. Wiltshire

Phone Number: Fax Number: 202-730-1300

Company:

Harris, Wiltshire & Grannis LLP

202-730-1301

Street:

1200 Eighteenth Street, NW

E-Mail:

wwiltshire@harriswiltshire.com

12th Floor

City:

Washington

State:

DC

Country:

USA

Zipcode:

20036-

Contact

Counsel -

Relationship:

Same

Title:

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

al. Earth Station

a2. Space Station

(N/A) b1. Application for License of New Station

(N/A) b2. Application for Registration of New Domestic Receive-Only Station

(N/A) b3. Amendment to a Pending Application

(N/A) b4. Modification of License or Registration

6 b5. Assignment of License or Registration

6 b6. Transfer of Control of License or Registration

(N/A) b7. Notification of Minor Modification

(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite

(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States

(N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application of the feet and attach FCC Form Governmental Entity Noncommon Other(please explain):	n 159. If No, indicate rea		n (see 47 C.F.R.Section 1.1114).
17d. Fee Classification A CNO – Receive On	ly Earth Station	Quantity I (First Station)	
Fee Classification B CFO - Receive	Only Earth Station	Quantity 2 (Each Addition	al Station)
18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable	19: If this filing is an a (a) Date pending appli Not Applicable	_	ng application enter: (b) File number of pending application: Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:
a. Fixed Satellite
b. Mobile Satellite
c. Radiodetermination Satellite
d. Earth Exploration Satellite
e. Direct to Home Fixed Satellite
f. Digital Audio Radio Service
g. Other (please specify)
21. STATUS: Choose the button next to the applicable status. Choose 22. If earth station applicant, check all that apply.
only one. Using U.S. licensed satellites
Common Carrier Non-Common Carrier Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:
Connected to a Public Switched Network Not connected to a Public Switched Network N/A
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).
a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
c.Other (Please specify upper and lower frequencies in MHz.)
Frequency Lower: Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.	
a. Fixed Earth Station	
b. Temporary-Fixed Earth Station	
o c. 12/14 GHz VSAT Network	
o d. Mobile Earth Station	
o e. Geostationary Space Station	
of. Non-Geostationary Space Station	
og. Other (please specify)	
26. TYPE OF EARTH STATION FACILITY: Choose only one.	
Transmit/Receive Transmit-Only Receive-Only N/A	
PURPOSE OF MODIFICATION	
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)	
Not Applicable	

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.	_	Yes 🔞	No
ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeror aeronautical fixed radio station services are not required to respond to Items 30–34.	nautica	l en rou	ite or
29. Is the applicant a foreign government or the representative of any foreign government?	O ,	íes 🍙	No O N/A
30. Is the applicant an alien or the representative of an alien?	O N) Yes	O No
31. Is the applicant a corporation organized under the laws of any foreign government?	⊘ N	Yes	O No

32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?		O Yes N/A	0	No
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	•	O Yes N/A	0	No
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		Exhibit 1		
SASIC QUALIFICATIONS				
35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	Ext	Yes	•	No
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstances.		O Yes	•	No

explination of circumstances.		
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances	○ Yes	⊗ No
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	Yes Exhibit 3	⊘ No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	Yes	O No

·

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

O Yes

No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description, (Summarize the nature of the application and the services to be provided).

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See narrative description in Consolidated Application for Authority to Transfer Control.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the	Tr.	,		
O Individual				
O Unincorporated Association				•
O Partnership				
Corporation				•
Governmental Entity				
Other (please specify)				
	· · · · · · · · · · · · · · · · · · ·	<u></u>	 	
45. Name of Person Signing		46. Title of Person Sig	ning	
Arthur M. Siskind		Sr. Exec. VP & Grp. Gen. Couns.		
47. Please supply any need attachn	nents.			
Attachment 1:	Attachment 2:		Attachment 3:	
			<u> </u>	
WILLEUL FALSE STA	ATEMENTS MADE ON THIS FO	RM ARE PUNISHABLE F	BY FINE AND / OR IM	PRISONMENT
	Title 18, Section 1001), AND/OF			
			Code, Title 47, Section 5	

SATELLITE EARTH STATION AUTHORIZATIONS

FCC Form 312 – Schedule A FOR OFFICIAL USE ONLY

		Select one of	the following					
O CONSENT TO TE	CONSENT TO TRANSFER OF CONTROL			O CONSENT TO ASSIGNMENT OF LICENSE				
NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION			O NOTIF	ICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION				
11. Name of Licensee	(as shown o	n FCC 312 – Main Form)						
Na	me:	Hughes Communications Satellite Services, Inc.	Phone Number:	(310) 364–6000				
DB	A Name:		Fax Number:	(310) 456–1089				
Str	reet:	200 N. Sepulveda Blvd P.O. Box 956	E-Mail:					
Cit	y:	El Segundo	State:	CA				
	untry: tention:	USA	Zipcode:	90245 –				

A8. List Callsign(s) of station(s) being assigned or transfered

| Callsign: |
|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| E970094 | E970079 | E960001 | | | | | |

A9. No. of station(s) listed

Name:	Hughes Electronics Corporation	Phone Number:	(310) 364–6000
Company:		Fax Number:	(310) 456–1089
Street:	· 200 N. Sepulveda Blvd. P.O. Box 956	E-Mail:	
City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 –
Contact Title:	General Counsel	Relationship:	Same
Transferee/ Assignee			
Fransferee/ Assignee Name:	The News Corporation Limited	Phone Number:	212-852-7204
			212-852-7204
Name:		Number:	212-852-7204 EAgress@newscorp.com
Name: DBA Name:	The News Corporation Limited	Number: Fax Number:	
Name: DBA Name: Street:	The News Corporation Limited 1211 Avenue of the Americas	Number: Fax Number: E-Mail:	EAgress@newscorp.com

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity?
If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and
completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary
busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses,
citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the
controlling corporation's voting stock.

0	Ye	s
	•	No
	\sim	N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

- 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
- 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Hughes Communications Satellite Services, Inc.	A24. Title (Office Held by Person Signing) Keith U. Landenberger, Vice President		
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Electronics Corporation	A28. Title (Office Held by Person Signing) Larry D. Hunter, Corporate Senior Vice President		
A26. Printed Name of License Transferee / Assignee (Must agree with A15) The News Corporation Limited	A28. Title (Office Held by Person Signing) Arthur M. Siskind, Sr. Exec. VP & Grp. Gen. Couns.		

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

EXHIBIT 1

FCC Form 312: Response to Question 34

Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees. By definition, these limitations do not apply to non-common carrier space and earth station licenses or private wireless licenses held by Hughes Electronics Corporation and its subsidiaries. The Commission has also previously established that these statutory limitations do not apply to a licensee providing a subscription DBS service, such as DIRECTV. For further information concerning preand post-merger corporate structure and ownership of Hughes Electronics Corporation and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

See 47 U.S.C. § 310(b)(4).

See Memorandum Opinion and Order, MCI Telecommunications Corp., FCC 99-110, 14 FCC Rcd. 11077, 11081-82, ¶ 11-14 (1999). The Commission has also clarified its rules on this point by eliminating a provision that might have been interpreted to apply foreign ownership restrictions to subscription DBS operators. See Report and Order, Policies and Rules for the Direct Broadcast Satellite Service, FCC 02-110, 17 FCC Rcd. 11331, 11348, ¶ 31-32 (2002).

EXHIBIT 2

FCC Form 312: Response to Question 35

The parties have not requested any "waivers or exemptions from any of the Commission's Rules" in connection with the transfer of control of existing licenses. TNCL has, however, requested: (1) that the Commission waive the application of its "cut-off" rules with respect to all *pending* applications filed by Hughes Electronics Corporation ("Hughes") or its subsidiaries (including PanAmSat Corporation and PanAmSat Licensee Corp.) for additional space station authorizations, to the extent that those applications have been the subject of an FCC cut-off notice prior to the closing date; and (2) that Commission grant of the transfer applications include authority for TNCL to acquire control over (a) all authorizations issued to Hughes or any of its subsidiaries while the transaction is pending, (b) construction permits held by such companies that mature into licenses while the transaction is pending, and (c) applications that are filed after the date of this application and are pending at the time of consummation of the proposed transfer. *See* narrative description in Consolidated Application for Authority to Transfer Control.

EXHIBIT 3

FCC Form 312: Response to Question 39

1. State Department Review

On December 26, 2002, the U.S. Department of State issued a formal charging letter to Hughes Electronics Corporation and Boeing Satellite Services, Inc. ("BSS"). The letter alleges violations of Arms Export Control Act and relates primarily to the involvement of Hughes Space and Communications Company ("HSC") in reviews of two failed launches of commercial communications satellites on Chinese rockets in 1995 and 1996. HSC was subsequently acquired by The Boeing Company, but Hughes retained certain obligations with respect to the resolution of these matters. Effective March 4, 2003, the State Department, Hughes and BSS entered into a Consent Agreement to settle this matter. In addition to payments by Hughes and BSS for past expenditures, future enhancements and civil penalties, the Consent Agreement requires each of Hughes and BSS to appoint a third party to serve as a Special Compliance Officer. Except for ongoing compliance with the terms of the Consent Agreement, this fully and finally resolves all issues regarding this matter.

2. Cable Connections, Inc., et al. v. DIRECTV, Inc., et al.

In May 2001, plaintiffs filed a class action complaint in Oklahoma State Court alleging claims including breach of contract and fiduciary duty, fraud, promissory estoppel, antitrust and unfair competition. The four plaintiffs are independent DIRECTV retailers who claim to be bringing the complaint on behalf of all independent retailers, including former PRIMESTAR and USSB retailers. In August 2001, the case was stayed and the court ordered the individual plaintiffs to pursue their claims in arbitration. After seven months of inactivity, plaintiffs filed a motion for class certification of their claims in arbitration. DIRECTV opposed this late request filed in contravention of the court's stay order, but the court entered an order indicating that it would retain jurisdiction in order to determine whether the prerequisites for class treatment exist. DIRECTV appealed the order, and the State Supreme Court issued an order permitting DIRECTV to proceed with its appeal. Appeal is now pending.

3. Garcia v. DIRECTV, Inc.

In April 2001, Mr. Garcia, an independent retailer of DIRECTV equipment, instituted arbitration proceedings against DIRECTV, Inc. regarding chargeback and commission disputes. While that arbitration was pending, Mr. Garcia filed a class action complaint against DIRECTV, Inc. and Hughes Electronics Corporation in Los Angeles Superior Court asserting claims relating to the same chargeback and commission disputes and a Consumer Legal Remedies Act claim. DIRECTV, Inc. and Hughes Electronics

Exhibit 3

Form 312: Response to Question 39

Page 2 of 2

Corporation moved to dismiss and compel arbitration, which motion was granted by Los Angeles County Superior Court. However, the court's order purported to retain jurisdiction to determine whether the prerequisites for class treatment of dealer claims within an arbitration are met. DIRECTV, Inc. and Hughes Electronics Corporation filed a notice of appeal of this order. The appellate court denied DIRECTV, Inc.'s appeal, thus permitting the trial court to set a schedule for class discovery and a class certification hearing. DIRECTV, Inc. and Hughes Electronics Corporation petitioned the California Supreme Court for review of the order, but the California Supreme Court denied DIRECTV, Inc.'s petition for review. DIRECTV, Inc. will be filing for a writ of certiorari with the United States Supreme Court to review the decision of the California courts. The Los Angeles Superior Court has stayed all proceeding in connection with the Garcia litigation pending a decision by the United States Supreme Court dealing with issues regarding the Federal Arbitration Act. This decision is expected to be issued in June 2003.

EXHIBIT A-1

FCC Form 312: Response to Question A21

For a complete description of the public interest benefits of the proposed transaction, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

FCC FORM 312 APPLICATION

Hughes Network Systems, Inc. VSAT Transmit/Receive Earth Stations APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR FCC Use Only TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu: News Hughes SES HNS T/R FSS VSAT

Name:	The News Corporation Limited	Phone Number:	212-852-7204
DBA Name:		Fax Number:	
Street:	1211 Avenue of the Americas	E-Mail:	EAgress@newscorp.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -8799

9-16. Name of Contact Representative (If other than applicant)

Name:

William M. Wiltshire

Phone Number:

Fax Number:

202-730-1300

Company:

Harris, Wiltshire & Grannis LLP

202-730-1301

Street:

1200 Eighteenth Street, NW

E-Mail:

wwiltshire@harriswiltshire.com

12th Floor

City:

Washington

State:

DC

Country:

USA

Zipcode:

20036-

Contact

Counsel .

Relationship:

Same

Title:

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

al. Earth Station

a2. Space Station

(N/A) b1. Application for License of New Station

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o b5. Assignment of License or Registration

6 b6. Transfer of Control of License or Registration

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(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States

(N/A) b10. Other (Please specify)

17c. Is a fee submitted with this applic If Yes, complete and attach FCC For	m 159. If No, indicate r		on (see 47 C.F.R.Section 1.1114).
O Governmental Entity O Noncomi	nercial educational licens	see	
Other(please explain):			
17d.			
Fee Classification A CZV – Fixed Satellite VSAT System Fee Classification B		Quantity 1 (First Station)	
		Quantity 24 (Each Additional Station)	
18. If this filing is in reference to an	19. If this filing is an	amendment to a pendi	ng application enter:
existing station, enter:	(a) Date pending app	lication was filed:	(b) File number of pending application:
(a) Call sign of station: Not Applicable	Not Applicable		Not Applicable

TYPE OF SERVICE

THE OF SERVICE
20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:
a. Fixed Satellite
b. Mobile Satellite
c. Radiodetermination Satellite
d. Earth Exploration Satellite
e. Direct to Home Fixed Satellite
f. Digital Audio Radio Service
g. Other (please specify)
21. STATUS: Choose the button next to the applicable status. Choose 22. If earth station applicant, check all that apply.
only one. Using U.S. licensed satellites
Common Carrier Non-Common Carrier Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these
facilities: Control of the Public Surjected Network of Net connected to a Public Surjected Network of N/A
Connected to a Public Switched Network Not connected to a Public Switched Network N/A
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).
a. C-Band (4/6 GHz)
c.Other (Please specify upper and lower frequencies in MHz.)
Frequency Lower: 20000 Frequency Upper: 30000

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.					
a. Fixed Earth Station					
b. Temporary–Fixed Earth Station					
a c. 12/14 GHz VSAT Network					
d. Mobile Earth Station					
e. Geostationary Space Station					
f. Non-Geostationary Space Station					
g. Other (please specify)					
26. TYPE OF EARTH STATION FACILITY: Choose only one.					
Transmit/Receive Transmit-Only Receive-Only N/A					
PURPOSE OF MODIFICATION					
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)					
Not Applicable					